



CONSTITUTION AND BYLAWS

PREPARED FOR TRANSITION



OCTOBER 10, 2017

CRISIS PREVENTION, INTERVENTION & INFORMATION CENTRE
For Northern B.C.

CRISIS PREVENTION, INTERVENTION AND INFORMATION CENTRE FOR NORTHERN BC

Constitution (As of October 10, 2017)

1. **The name of the Society is the Crisis Prevention, Intervention and Information Centre for Northern BC.**
2. **The purposes of the Society are:**
 - a) To provide service to the people of Northern British Columbia; and
 - b) To effectively train volunteers and staff to carry out our mission;
 - c) To aid, advise, offer peer support, and refer, by telephone, text or online chat, or in person, people seeking solution of problems in times of crisis; and
 - d) To provide information pertaining to the communities served and to assist people in accessing services; and
 - e) To initiate and support educational programs and services to meet identified needs of the communities served; and
 - f) To organize and participate in meetings and conferences that promote the collaboration in achieving the purpose of the Society; and
 - g) To acquire and take by purchase, donation, devise lease or otherwise, real and personal property and to sell, exchange, mortgage, lease, let, improve and develop the same and to erect and maintain any necessary buildings; and
 - f) To raise funds to carry out its purposes

Bylaws



CRISIS PREVENTION, INTERVENTION AND INFORMATION CENTRE FOR NORTHERN BC

(As of October 10, 2017)

1. INTERPRETATION AND DEFINITIONS

1.1 Definitions

In these Bylaws:

- a. “Societies Act or Act” means the Societies Act of the Province of British Columbia in effect as amended from time to time.
- b. “Society” means the Crisis Prevention, Intervention and Information Centre for Northern BC (aka Crisis Centre for Northern BC);
- c. “Bylaws” means these bylaws and bylaw means one of them.
- d. “Constitution” means the Constitution established for the Society under the Societies Act.
- e. “Board or Board of Directors” means the governing body of the Society consisting of a quorum of the duly elected or appointed Directors, and Director(s) means a member of the Board of Directors.
- f. “Operations” means all paid staff and volunteers of the Society; staff or staff member means any employee or consultant of the Society; and, staff means service administrators and are not members of the Society.
- g. “Crisis Line Worker, or CLW” means staff or volunteers trained according to accreditation standards to provide one on one peer support to persons in crisis over the telephone, online chat or text, or in person.

1.2 Definitions in Act apply

- 1.2.1 The definitions in the Act apply to these Bylaws. If there is a conflict between a definition in the Societies Act and a definition or rule in these bylaws, the definition in the Societies Act will prevail.
- 1.2.2 Words in the singular form include the plural and vice versa; and, words importing a specific gender include the other genders or a corporation.



2. MEMBERSHIP

2.1 Classes of Members

The Members of the Society are of two categories:

- a. ordinary Members, who consist of the applicants for incorporation of the Society and those persons accepted as ordinary Members by the Directors; and
- b. affiliate Members, who consist of those persons accepted as affiliate or honorary Members by the Board of Directors.

2.2 Application for Membership

Any person who declares an interest in supporting the purposes of the Society may apply for membership by delivering to the Society an application form approved by the Directors, duly completed and signed by the applicant, and by paying the appropriate membership fee prescribed pursuant to these Bylaws. Following receipt of the application and dues, a senior Staff or a Board member will contact the applicant to arrange an interview at the earliest convenience of the parties

2.3 Acceptance of Application for Membership

Where an application for membership was reviewed and the interview was completed the applicant will receive, in accordance with Section 9, a written notice of their membership status.

2.4 Commencement of Membership

The applicant will commence their membership in the Society as of the date on their acceptance notice, or of such other date as the Directors determine; and, if the date is 15 days or more prior to an annual general meeting, the new member is entitled to vote at the membership meeting.

2.5 Representative

Every member which is a firm, body corporate or other association shall appoint in writing a natural person of the firm, body corporate or other association as their representative in respect of its membership in the Society and may from time to time remove any such representative and appoint another representative.

2.6 Rights of Membership

A Member has the following rights:

- a. an Ordinary Member in good standing has the right to receive notice of, to attend, and to act and vote at all general meetings;



CRISIS PREVENTION, INTERVENTION AND INFORMATION CENTRE FOR NORTHERN BC

- b. an Affiliate or Honorary Member in good standing has the right to receive notice of and to attend all general meetings but does not have the right to act or vote at any general meeting;
- c. an ordinary Member in good standing has the right to stand for election to the Board of Directors.

2.7 Limitations to Rights of Membership

The Society shall carry out its business without the purpose of gain for its Members, and the Society shall use any profits or other accretions to the Society for promoting its purposes. No part of the income of the Society shall be payable to or be otherwise available for the benefit of any Member of the Society.

2.8 Good Standing

All members are in good standing except:

- a. a member who has failed to pay in full, when due, any fees or assessments duly prescribed pursuant to these Bylaws and that member is not in good standing so long as the fees and assessments remain unpaid; and
- b. a member who is suspended under Subsection 2.13.

2.9 Obligations of Membership

Every Member of the Society will from the date of commencement of membership be bound by and shall abide by:

- a. the Constitution of the Society and these Bylaws;
- b. all resolutions passed and all lawful rules and regulations made by the Directors;
- c. all policy directives published by the Directors to members of the Society in regard to the achievement of its purposes.

2.10 Disclosure of Conflicts of Interest

Members and Directors have an obligation to disclose to the Board of Directors all material interest in matters that may conflict with their duties to the Society.

2.11 Fees and Assessments

2.11.1 The Members of the Society may from time to time at a general meeting determine the fees and assessments, if any, payable by those in each category of members; and

2.11.2 There will be no prorating of annual membership dues; and



CRISIS PREVENTION, INTERVENTION AND INFORMATION CENTRE FOR NORTHERN BC

2.11.3 The annual Society membership is valid from September 1 – August 31 of each year; and,

2.11.4 The interest of a Member in the Society is not transferable.

2.12 Termination of Membership

A person's membership in the Society will be terminated:

- a. upon their death, or in the case of a corporation, dissolution;
- b. when the Member is expelled under Subsection 2.13;
- c. when the Member withdraws under Subsection 2.16;
- d. when the Member has not been in good standing for six consecutive months.

2.13 Suspension and Expulsion of Members

2.13.1 The Directors of the Society may suspend or expel any Member by a vote of two-thirds (2/3) of those present at a meeting called for that purpose; and

2.13.2 A Member shall be given twenty (20) days' written notice of the meeting of the Board in which their expulsion or suspension will be considered.

2.14 Statement of Charge and Reasons

2.14.1 A notice shall include the charge or complaint against them; and

2.14.2 A notice shall include a brief statement of the reason for the proposed suspension or expulsion.

2.15 Right of a Member to be Heard

The person who is the subject of a proposed resolution for suspension or expulsion is entitled to an opportunity to:

- a. make a written or oral submission to the Board prior to its decision concerning the suspension or termination of their membership; and
- b. be heard before the special resolution is put to a vote.

2.16 Withdrawal of Member

A Member of the Society may withdraw from membership by giving written notice of their Resignation to the secretary of the Board; and, the resignation will be effective as of the date the notice is received by the Society.



2.17 Continued Liability of Member

A suspended Member remains liable for all fees and assessments payable by that Member before the withdrawal, expulsion or termination becoming effective, who:

- a. has withdrawn from membership in the Society;
- b. has been expelled from membership in the Society; or
- c. has had his membership in the Society terminated in any other way in accordance with these Bylaws.

* * *



3. MEETINGS OF MEMBERS

3.1 General Membership Meeting

The Board of Directors of the Society may call a general membership meeting at the time and place that the Directors determine, and, said meeting may also be accomplished through teleconference or by another method.

3.2 Annual General Meeting

An annual general meeting will be held once each calendar year within 15 months of the end of the Society's last annual meeting, at such time and place as the Directors may decide.

3.3 Business of Annual General Meeting

At an annual general meeting, the following business in not special business and no notice of this business is required:

- a. business relating to the conduct of, or voting at the meeting;
- b. consideration of the reports of the Directors and Auditors;
- c. consideration of the financial statements for the fiscal year just ended;
- d. the election of Directors as provided in Subsection 4.3;
- e. the appointment of an auditor as provided in Subsection 8.1 and the fixing of the auditor's remuneration;
- f. the determination of the fees and assessments for the ensuing year.

3.4 Extraordinary General Meetings

- 3.4.1 Every general meeting of the membership, other than an annual general meeting, is an extraordinary general meeting.
- 3.4.2 An extraordinary general meeting of the Society is a general meeting of the Members in good standing; and, held at such time and place the Directors may decide.
- 3.4.3 A special extraordinary general meeting may also be called, upon written request by ten percent (10%) of the Members of the Society submitted to the Board of Directors.



3.5 Notice

A written notice shall:

- a. be given to each Member entitled to receive notice of the meeting and to the auditor of the Society, if any; and,
- b. be sent in the manner specified in Section 9, but not less than 14 days, exclusive of the day of mailing and of the day for which the meeting notice is given, before the date of the meeting; and,
- c. state the day, hour and place of every general meeting; and,
- d. state the board resolution and the nature of any special business to be transacted.

3.6 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member does not invalidate any resolution passed or any proceeding taken at that meeting.

3.7 Rules of Order

The rules of procedure contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Societies Act or these Bylaws, or any regulation or special rules of order that the Society may from time to time adopt.

3.8 Presiding Officer

- 3.8.1 The president, or in the president's absence, inability or unwillingness to act the vice-president, is entitled to preside at all meetings of the Members and Board of Directors.
- 3.8.2 Where the president or vice-president is not present within 15 minutes after the time appointed for the start of a meeting or, if present and unable or unwilling to preside, the Members present shall choose one of the Directors present to preside at the meeting.

3.9 Voting

Each Member in good standing will have one vote on each resolution put to a vote at any meeting of the Members of the Society.



3.10 Decision by Majority

At all general meetings of the Society all questions shall be decided by a majority vote cast by the Members present unless specifically provided for by the Act or by these Bylaws.

3.11 Equality of Votes

In the case of an equality of votes at any general meeting, the presiding officer is not entitled to an additional casting vote and the motion or resolution which is the subject of the vote shall be deemed to be lost.

3.12 Decision of Meeting

At any meeting, unless a poll is demanded, a declaration by the presiding officer of a resolution been carried or carried unanimously or by a majority or lost, or not carried by a particular majority is conclusive evidence of that fact.

3.13 Show of Hands

All voting shall be by a show of hands or voting card unless the presiding officer directs, or any Member entitled to vote requests a poll vote.

3.14 Poll

Any Member entitled to vote at a meeting may demand a poll, either before or after any vote by show of hands.

3.15 Polls Taken Without Adjournment

If at any meeting a poll is demanded on the election of a presiding officer, or on the question of adjournment, it must be taken forthwith without adjournment.

3.16 Other Polls

If at any meeting a poll is demanded on any other question, the presiding officer shall direct if the Vote will be taken;

- a. by ballot or in another manner, and
- b. either immediately, later in the meeting, or after adjournment.



3.17 Result of Poll

The result of a poll will be deemed to be the resolution of the meeting at which the poll was demanded.

3.18 Withdrawal of Demand

A demand for a poll may be withdrawn.

3.19 Proxy Voting

No voting of Society members will be allowed by proxy.

3.20 Quorum

3.20.1 A quorum at all general meetings shall be three of the members then in good standing or a greater number determined by the members at a general meeting.

3.20.2 No business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, may be conducted at a general meeting when a quorum of voting members is not present.

3.21 Adjournment

Notwithstanding the absence of a quorum of any general meeting of the Society, the meeting may be adjourned to any time.

3.22 Business at Adjourned Meeting

Any business may be transacted at an adjourned general meeting as might have been transacted at the meeting which was adjourned.

3.23 Notice of Adjourned Meeting

No notice is required of the date of a general meeting adjourned for less than 10 days.

3.24 Notice of Meeting Adjourned for Ten Days

A written notice shall be given in accordance with Section 9 to each member of a general meeting adjourned for 10 days or more.

* * *



4. BOARD OF DIRECTORS

4.1 Duties and Powers

The Directors shall manage the activities and the affairs of the Society and may exercise all the powers of the Society.

4.2 Number of Directors and Composition of Board

4.2.1 The number of Directors shall be a minimum of three and no greater than eight persons.

4.2.2 The Officers of the executive committee shall consist of the president, vice-president, secretary and treasurer and may include the immediate past president if their term as president did not end with their resignation or removal from office with cause.

4.2.3 The Board shall include those Directors who have not ceased to hold office and were re-instated by the Members at an annual general meeting; and newly elected Directors.

4.3 Election

4.3.1 At each annual general meeting of the Society, the Members entitled to vote shall elect a number of Directors equal to the number of Directors retiring, plus any vacancies then outstanding, up to half the total number of Directors on a full Board of eight persons.

4.3.2 Directors shall serve for a term to end at the next plus one general meeting.

4.3.3. Directors elected at an extraordinary general meeting who held office for less than a year at the next annual general meeting will be considered to have served a full year.

4.3.4. Directors require a police information check.

4.3.5 The Directors shall be elected on a rotating basis so that no more than one half the total number of Directors will change at any one annual general meeting.

4.3.6 A Director shall serve three terms of two years each to a maximum of six years before taking at least one-year leave of absence.

4.4 Qualifications

No person is qualified to become or act as a Director of the Society who:

a. is under the age of 19 years;

b. is an employee of the Society; or was an employee at the beginning of the second annual general meeting prior to submitting an application to be a Director.



- c. is found to be incapable of managing her own affairs because of mental infirmity;
- d. is a corporation; or
- e. is an undischarged bankrupt.

4.5 Vacation of Office

A Director automatically ceases to hold office:

- a. when that Director dies or resigns in accordance with Subsection 4.10; or
- b. if that Director is not qualified under Subsection 4.4; or
- c. at the beginning of the second annual general meeting following their election, if elected under Subsection 4.3.1; or
- d. as a past president at the end of one year or when the next president becomes eligible to hold the office of past president, whichever comes first, then the past president becomes a director at large until the end of their term; or
- e. if the Director is removed from such office in accordance with Subsection 4.10.

4.6 Casual Vacancies

The Board may at any time and from time to time appoint a member as a Director to fill a casual vacancy in the Board.

4.7 Additional Directors

The Directors may from time to time appoint additional Directors so long as the number of additional Directors does not exceed one third of the number of Directors on a full Board; and, the total number of Directors does not exceed 11.

4.8 Term of Appointed Director

The term of office of a Director appointed by the Directors expires at the next annual general meeting following the appointment.

4.9 Remuneration and Expenses

4.9.1 The Society shall not pay any Director for services as a Director.

4.9.2 The Society may defray any expenses incurred by a Director on behalf of the Society with the approval of the Directors.



4.10 Resignation and Removal

A Director may:

- a. at any time resign by notice in writing delivered to the secretary of the Board; and
- b. may be removed before the expiry of his/her period of office by special resolution of the members.

4.11 Notice of Board Meetings

The Directors shall hold meetings at least four times a year at such time and upon such notice, if any, the Directors may by resolution determine, and the Directors may make such rules and regulations for the conduct of their business as they think fit, provided that such rules and regulations are not inconsistent with the constitution of the Society and these Bylaws.

4.12 Voting

Questions arising at any meeting of the Directors shall be decided by a majority of votes and in the case of an equality of votes the presiding officer of the meeting shall have the deciding vote.

4.13 Quorum

The quorum necessary for the transaction of business of the Board of Directors shall be three.

4.14 Calling of Directors' Meeting

Meetings of the Directors may be called by any Officer of the Society or under the direction of any two Directors, and no formal notice of any meeting of the Directors shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence.

4.15 Meetings by Telephone

If all the Directors consent, then one or more Directors may participate in a meeting of the Board or in any committee of the Directors by means of conference telephone, or other audio/visual communications, by which all Directors participating in the meeting can hear each other.

4.16 Presence and Quorum at Telephone Meetings

A Director participating in a meeting in accordance with Subsection 4.14 shall be deemed to be present at the meeting and shall be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.



4.17 Indemnification of Directors and senior managers

Subject to the Societies Act:

4.17.1 The Society must indemnify and save harmless each Director, officer and senior manager, their heirs, executors and administrators, and estate and effects, respectively, from and against:

- a. all penalties to which such person is or may be liable.
- b. all costs, charges or expenses arising out of the execution of the duties of their office; and
- c. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs of the Society except such costs, charges or expenses as are occasioned by their own wilful act or default.

4.17.2 The Society must, after the final disposition of an eligible proceeding, pay the expenses actually and reasonably incurred by such person in respect of that proceeding.

4.18 Consent Resolution

A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

* * *



5. OFFICERS

5.1 Elected Officers

The Directors shall elect amongst themselves the following officers:

- a. president
- b. vice-president
- c. treasurer, and
- d. secretary or secretary-treasurer

5.2 Term of Elected Officers

Officers elected under Subsection 5.1 will hold office for one year from election, or until successors are duly elected, subject to removal from office by a resolution passed at a meeting of the Board of Directors by a majority of not less than two-thirds of the Directors present, at any time, with or without cause, and with or without notice.

5.3 Multiple Offices

Any two offices of the Society may be held by the same individual.

5.4 Other Offices

The Directors from time to time may appoint or hire such other officers and agents as may be necessary to carry out the objects of the Society, and

- a. authorize the employment of such other persons; and
- b. such officers, agents and employees shall have such authority and perform such duties as are determined by the Directors.
- c. such officers, agents and employees have the right to notice of and to attend all board and board committee meetings, except meetings that are identified as *in camera* meetings.

5.5 Duties of President

The president shall act as the chief executive officer of the Society, shall supervise all other officers and directors in the execution of their duties, and shall preside at all general meetings of the members and all meetings of the Directors.

5.6 Duties of the Vice -President

A vice-president shall assist the president at all times in any or all of the president's duties of office as the president decides.



5.7 Duties of the Treasurer

The treasurer shall:

- a. oversee such financial records, including books of account, and applications as are necessary to comply with the Societies Act; and
- b. render financial statements to the Directors, members and others when required.

5.8 Duties of the Secretary

The secretary shall:

- a. conduct the correspondence of the Society;
- b. issue notice of meetings of the Society and Directors;
- c. keep minutes of all meetings of the Society and Directors;
- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer; and
- e. maintain a register of members.

5.9 Duties of Other Officers

The authority and duties of other officers, agents and employees shall be determined from time to time by the Directors.

5.10 Remuneration

In accordance with Subsection 4.9.1 the Society shall not pay any Officer for services as an officer, but the Society may defray any expense incurred by an officer on behalf of the Society with the approval of the Directors.

* * *



6. COMMITTEES

6.1 Appointment of Committees

The Directors may by resolution appoint:

- a. committees which include such number of members in good standing as they think fit and may delegate to such committees, between meetings of the Board of Directors, any powers of the Directors (except the power to appoint or remove officers appointed by the Board) subject to such limitations as may be prescribed by the Directors; and,
- b. committees which include such member or members of the Society, who need not be members of the Board of Directors, for such purposes as the Directors think fit, but the Directors may not delegate to any such committee any power of the Board of Directors.

6.2 Proceedings of Committees

A committee appointed pursuant to Subsection 6.1 may meet and adjourn as it thinks proper and may make rules for the conduct of their business and may appoint such assistants as they deem necessary, subject to the following rules:

- a. the majority of the members of such a committee shall constitute a quorum; and,
- b. questions arising at any meeting of the committee shall be determined by a majority vote of the members of such committee who are present, and in the case of an equality of the votes the presiding officer shall have the deciding vote; and,
- c. a resolution approved in writing by all the members of the committee shall be as valid and effective as if it had been passed at a meeting of such committee duly called and constituted.

6.3 Minutes

Every committee appointed pursuant to Subsection 6.1 shall keep regular minutes of its transactions and meetings, and shall cause them to be recorded in books kept for that purpose, and shall report on its transactions and meetings at board meetings or when the Directors may require.

6.4 Revocation of Authority

The board of Directors may at any time revoke or override any authority given to or any act done by any committee appointed pursuant to these Bylaws.



7. FINANCIAL

7.1 Borrowing

Subject to Subsections 7.2 and 7.3, for the purposes of carrying out the object of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limiting the generality of the foregoing, the Directors may from time to time:

- a. borrow money on the credit of the Society; and
- b. issue, sell or pledge securities of the Society; and
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises or undertakings, to secure any security or any money borrowed, or other debt, or any other obligation or liability of the Society.

7.2 Issue of Debentures

Notwithstanding Subsection 7.1, the Society shall not issue any debentures without the sanction of a special resolution of the members of the Society.

7.3 Restriction of Borrowing

The members may by special resolution restrict the borrowing powers of the Directors until the next annual general meeting.

7.4 Negotiation of Loans

From time to time the Directors may authorize any Director, officer or employee of the Society or any other person to make arrangements concerning the money borrowed or to be borrowed pursuant to these Bylaws, the terms and conditions of any such loan and the securities to be given for such loan, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any money borrowed or remaining due by the Society as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Society.

7.5 Investment

The funds of the Society not required for immediate use may be kept on deposit in a chartered bank or recognized credit union governed by the Bank Act (Canada) and may be invested in securities in which trustees are for the time being authorized by law to invest.



8. AUDITOR

8.1 Appointment of Auditor

If the Society is a reporting Society, then at each annual general meeting of the Society, the members shall appoint a qualified person, who is not a Director, officer or employee of the Society, to hold office as auditor until the close of the next annual general meeting and, if the members fail to do so; the Directors shall forthwith make such an appointment.

8.2 Remuneration

The Directors may fix the remuneration of the auditor.

8.3 Casual Vacancy

The Directors may fill any casual vacancy in the office of auditor with a qualified person to hold office until the close of the next annual general meeting.

8.4 Rights of Auditor

The auditor is entitled:

- a. to notices of general meetings and other communication related to meetings of the Society to which members are entitled, and
- b. to attend general meetings, and
- c. to be heard at general meetings on any part of the business of the meeting that deals with the financial statements of the Society or any other matter with respect to which the auditor has a duty or function.

9. NOTICES

- 9.1 Any notice to members under these Bylaws will be given in writing, and may be sent by fax, email, text or may be delivered or mailed by prepaid post and will be addressed to the member as listed in the Register of Members for the Society.
- 9.2 If notice is sent by fax, email, text or is delivered, it will be deemed to have been given at the recorded time of transmission or delivery.
- 9.3 If notice is mailed, it will be deemed to have been received 48 hours from the end of the business day on the mailing date.



CRISIS PREVENTION, INTERVENTION AND INFORMATION CENTRE FOR NORTHERN BC

- 9.4 If a certain number of days' notice is required, the day the notice is given, or deemed given in Section 9, as well as the day on which the event for which notice is given will not be counted in the number of days required.
- 9.5 If there will be an interruption in normal mail service due to strike, labour unrest or other cause at or before the time a notice is to be mailed, the notice will be sent by email, fax, text or will be delivered.

10. MISCELLANEOUS

10.1 Fiscal Year

The fiscal or financial year of the Society will be April 1st to March 31st.

10.2 Inspection of Records

10.2.1 The records of the Society will be open to inspection by the current Board Directors.

10.2.2 Members who are not Directors have the right to access documents considered public information under the Privacy Act such as the Society's certificate of incorporation, the financial statements of the Society and the auditor's report on those financial statements.

10.3 Limitation of Inspection

10.3.1 Subject to the Societies Act, records which will not be open to inspection of the Members specifically include but are not limited to:

- a. the Executive Committee's minutes of meetings and written resolutions;
- b. the Directors' and the Executive Committee's minutes of meetings held *in camera* or resolutions passed *in camera*; and
- c. adequate accounting records for each of the Society's financial years, including any record of transactions materially affecting the financial position of the Society.

10.3.2 No Member who is not a Director is entitled to inspect any financial account, book, or electronic (e.g. online banking, e-statements) or other record of the Society except as conferred by law or authorized by the Directors or by ordinary resolution of the members.

10.4 Extent of Inspection Right

The Directors may from time to time determine whether and to what extent and at what times and place and under what conditions the financial accounts, books and records of the Society are open to inspection.



10.5 The Seal

10.5.1 The seal of the Society shall be kept in the custody of the Board secretary in the locked board cabinet at the Crisis Centre, or office of the Executive Director of the Crisis Centre; and

10.5.2 The seal of the Society shall not be affixed to any instrument except;

- a. by and in the presence of any two Directors of the Society; or
- b. in the presence of such officer, officers, Director or Directors as may be prescribed by a resolution of the Directors.

10.6 Execution of Documents

Documents requiring execution by the Society may be signed by;

- a. the president together with any other officer; or
- b. any two Directors,

and all documents so signed will be binding upon the Society without any further authorization of formality. The Directors may appoint any officer or person on behalf of the Society to sign documents generally or to sign specific documents.

10.7 Amendments to Bylaws

These Bylaws will not be altered or added to except by special resolution.

10.8 Amendments to Former Constitutional provisions

As the Society is a designated pre-existing society under the Societies Act, it must obtain the consent of the designated minister prior to making any amendments to a provision identified in the bylaws as having previously been an unalterable provision.

* * *



11. PREVIOUSLY UNALTERABLE CONSTITUTIONAL PROVISIONS

- 11.1 Formerly 3.1 The Society shall carry out its purposes without the purpose of gain for its members, and the Society shall use any profits or other accretions to the Society for promoting its purposes.
- 11.2 Formerly 3.2 No part of the income of the Society shall be payable to or be otherwise available for the benefit of any member of the Society.
- 11.3 Formerly 4 The Society shall not pay any remuneration or profit, directly or indirectly, to any Director for services as a Director, but the Society may defray any expenses incurred by a Director in the performance of his or her duties.
- 11.4 Formerly 5 The Society shall devote all its resources to charitable activities, and the Society shall carry out its activities exclusively for charitable purposes.
- 11.5 Formerly 6.1 If the members of the Society (by ordinary resolution) nominate a charitable organization in Canada, registered under the provisions of the Income Tax Act, for the purposes of this section, then on the winding up or dissolution of the Society, the assets remaining, after all debts have been paid or provision for payment has been made, shall be paid, transferred, or delivered to that charitable organization.
- 11.6 Formerly 6.2 If the members of the Society (by ordinary resolution) do not nominate a charitable organization as contemplated by Subsection 6.1, then on the winding up and dissolution of the Society the assets remaining, after all debts have been paid or provision for payment has been made, shall be paid, transferred or delivered to the United Way of Northern British Columbia, or organizations promoting the same purposes of the Society, as may be determined by the members of the Society at the time of winding up or dissolution. The assets will be on trust for use in the geographical area described in the name of the Society.

* * *

Final Draft Completed

2017/10/10

PE&QA Committee. svb/mjb/mrs

Approved by the Board of Directors

2017/

